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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GULF+WESTERN INC.

INTO

GULF & WESTERN INDUSTRIES, INC.

Michael H. Hinkle
SECRETARY OF STATE

GULF & WESTERN INDUSTRIES, INC., a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That this corporation owns all of the outstanding shares of common stock (the only outstanding class of stock) of Gulf+Western Inc., a corporation incorporated on the 13th day of March, 1986, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation, by resolutions of its Board of Directors, duly adopted on the 15th day of April, 1986, determined to effect a merger of said Gulf+Western Inc. into itself (the "Merger"), and this corporation shall be the surviving corporation. A true copy of said resolutions is annexed hereto as Exhibit A. Said resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

THIRD: That upon the effective date of the Merger the name of the surviving corporation shall be Gulf+Western Inc.

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FOURTH: The Merger shall become effective upon the filing of this certificate with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, GULF & WESTERN INDUSTRIES, INC. has caused this certificate to be signed by Donald Oresman, its Executive Vice President, and attested to by Stephen Cropper, its Assistant Secretary, this 28th day of April, 1986.

GULF & WESTERN INDUSTRIES, INC.

By:

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Executive Vice President

ATTEST:

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Assistant Secretary

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RESOLVED that pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), Gulf+Western Inc., a Delaware corporation, be merged with and into Gulf & Western Industries, Inc., a Delaware corporation, in accordance with the following Plan of Merger, which is hereby approved and adopted.

PLAN OF MERGER

FIRST: On the Effective Date of the Merger (as hereinafter defined), Gulf+Western Inc., a Delaware corporation ("Newco"), shall be merged (the "Merger") with and into Gulf & Western Industries, Inc., a Delaware corporation ("G&W"). G&W is the owner of all of the outstanding shares of the common stock (the only outstanding class of stock) of Newco. G&W shall be the corporation surviving the Merger and is sometimes hereinafter referred to as the "Surviving Corporation". Newco and G&W are hereinafter sometimes collectively referred to as the "Constituent Corporations". The Surviving Corporation shall continue its corporate existence under the DGCL, including, without limitation, the provisions of Section 259 of the DGCL, and shall possess all the rights and assets of each of the Constituent Corporations and be subject to all the liabilities and obligations of each of the Constituent Corporations in accordance with the provisions of the DGCL.

SECOND: (a) Except as provided in Article FOURTH hereof, the Certificate of Incorporation of G&W, as amended, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation, until amended as provided by law.

(b) The By-Laws of G&W as in effect on the Effective Date of the Merger shall continue in full force and effect as the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

THIRD: (a) The Directors of G&W at the Effective Date of the Merger shall continue to be the Directors of the Surviving Corporation and shall serve until their respective successors have been duly elected and qualified.

(b) The officers of G&W at the Effective Date of the Merger shall continue to be the officers of the

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Surviving Corporation and shall serve until their respective successors shall have been duly appointed.

FOURTH: Upon the Effective Date of the Merger the name of the Surviving Corporation shall be Gulf+Western Inc.

FIFTH: The Merger shall become effective and the corporate existence of Newco shall cease upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware with respect to the Merger in accordance with Section 253 of the DGCL. The Date and time of such filing shall be the "Effective Date of the Merger" as such term is used in this Plan of Merger.

SIXTH: G&W shall file a Certificate of Ownership and Merger with the Secretary of State of Delaware pursuant to Sections 103 and 253 of the DGCL at such time as G&W in its sole discretion shall determine. As soon as practicable following such filing with the Secretary of State, the Surviving Corporation shall file or cause to be filed a copy of the aforesaid Certificate of Ownership and Merger, certified by the Secretary of State of the State of Delaware, in the office of the Recorder of the County of Kent in the State of Delaware in accordance with the provisions of Sections 103 and 253 of the DGCL.

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